Response to Question 77:

On November 8, 1999, a case entitled South Austin Coalition Community Council, et al. v. SBC Communications, Inc. and the company F/K/A Ameritech Corporation, No. 99 C 7232, was filed in the United States District Court for the Northern District of Illinois by six customers of Ameritech on behalf of a purported class of local telephone customers of Ameritech and SBC. Despite the decisions of both the Commission and the Department of Justice approving the merger, the complaint alleges that the merger of SBC and Ameritech violates Section 7 of the Clayton Act² and seeks injunctive relief to unwind the merger altogether or to cause SBC to divest assets in various markets.

¹ In re Applications of Ameritech Corp. and SBC Communications Inc., Memorandum Opinion and Order, CC Docket No. 98-141, FCC 99-279 (Oct. 8, 1999); <u>United States</u> v. <u>SBC Communications</u>, Civ. No. 99-0715, 1999 U.S. Dist. LEXIS 16789 (D.D.C. Aug. 2, 1999); Plaintiff's Motion for Entry of Final Judgment, <u>id</u>. (filed July 7, 1999).

² 15 U.S.C. § 18.

| FCC 603 | FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control | Approved by OMB 3060 - 0800 See instructions for public burden estimate | |
|---------|--|--|--|
| | | Submitted 11/16/1999 at 11:18AM | |
| | 4 | File Number: 0000047871 | |

Application Purpose: Transfer of Control

 If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

 File Number:

Type of Transaction

- 3a) Is this a *pro forma* assignment of authorization or transfer of control? No 3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction.
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- Does filling request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

- 8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock if required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
- 9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

| 10a) Taxpayer Identification Number: | | | 10b) SGIN: 000 |
|--|--|-----------------------|-------------------------|
| 11) First Name (if individual): | MI: | Last Name: | Suffix: |
| 12) Entity Name (if not an individual): BA | TON ROUGE CELLULA | R TELEPHONE COMPAN | (Y |
| 13) Attention To: | | | |
| 14) P.O. Box: | And / Or | 15) Street Address: 3 | 131 N. I-10 SERVICE RD. |
| 16) City: METAIRIE | | 17) State: LA | 18) Zip: 70002 |
| 19) Telephone Number: (504)830-1529 | William Control of Con | 20) FAX: (504)834-82 | 293 |
| 21) E-Mail Address: | | | |

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

| HEACO' | American Indian or Alaska Native: | Asian: | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
|------------|--------------------------------------|-------------------------|----------------------------|--|--------|
| Ethnicity: | Hispanic or Latino: | Not Hispanic or Latino: | | | |
| Gender: | Female: | Male: | | | |

Transferor Information (for transfers of control only)

| 23a) Taxpayer Identification Numbe | 23b) SGIN | | |
|---------------------------------------|-------------------|-------------------------|----------------------------------|
| 24) First Name (if individual): | MI: | Last Name: | Suffix: |
| 25) Entity Name (if not an individual |): The Stockholde | rs of Radiofone, Inc. | |
| 26) P.O. Box: | And / Or | 27) Street Address: 313 | 11 North I-10 Service Road, East |
| 28) City: Metairie | | 29) State: LA | 30) Zip: 70002 |
| 31) Telephone Number: (504)830-5 | 400 | 32) FAX: | |
| 33) E-Mail Address: | | | |

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

| 34) First Name: Richard | MI: D | Last Name: Rubino | Suffix: | | |
|---|----------|--|----------------|--|--|
| 35) Company Name: Blooston, Mordkofsky, Jackson & Dickens | | | | | |
| 36) P.O. Box: | And / Or | 37) Street Address: 2120 L Street, N.W., Suite 300 | | | |
| 38) City: Washington | | 39) State: DC | 40) Zip: 20037 | | |
| 41) Telephone Number: (202)659 | -0830 | 42) FAX: (202)828-5568 | | | |
| 43) E-Mail Address: | | | | | |

Assignee/Transferee Information

| 44) The Assignee is a(n): Corporatio | n | | | |
|---|-------------------|------------------------|------------------------|--|
| 45a) Taxpayer Identification Number: | | | 45b) SGIN: 000 | |
| 46) First Name (if individual): | MI: | Last Name: | Suffix: | |
| 47) Entity Name (if other than individu | al): SBC Communic | ations Inc. | | |
| 48) Name of Real Party in Interest: | | | 49) TIN: | |
| 50) Attention To: Wayne Watts | | | | |
| 51) P.O. Box: | And / Or | 52) Street Address: 17 | 5 East Houston Street | |
| 53) City: San Antonio | | 54) State: TX | 55) Zip: 7820 5 | |
| 56) Telephone Number: (210)351-347 | '6 | 57) FAX: (210)351-348 | 38 | |
| 58) E-Mail Address: dwatts@corp.sb | c.com | | | |

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

| 59) First Name: Wayne | Mi: | Last Name: Watts | Suffix: | |
|--------------------------------|------------------|-----------------------------|-----------------------|--|
| 60) Company Name: SBC Comm | nunications Inc. | | | |
| 61) P.O. Box: | And / Or | 62) Street Address: 175 Eas | t Houston Street | |
| 63) City: San Antonio | | 64) State: TX | 65) Zip: 78205 | |
| 66) Telephone Number: (210)351 | -3476 | 67) FAX: (210)351-3488 | | |
| 68) E-Mail Address: dwatts@cor | p.sbc.com | | | |

Alien Ownership Questions

| 57 T - C - SM - C - C - C - C - C - C - C - C - C - | |
|--|----|
| 69) Is the Assignee or Transferee a foreign government or the representative of any foreign government? | No |
| 70) Is the Assignee or Transferee an alien or the representative of an alien? | No |
| 71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government? | No |
| 72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | No |
| 73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. | No |

Basic Qualification Questions

| 74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances. | No |
|---|-----|
| 75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances. | No |
| 76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances. | No |
| 77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If "Yes", attach exhibit explaining circumstances. | Yes |

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

| UMBCE : | American Indian or Alaska Native: | Asian: | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
|------------|--------------------------------------|----------------------------|----------------------------|---|--------|
| Ethnicity: | IMISDADIC OF LATING | Not Hispanic or Latino: | | | |
| Gender: | Female: | Male: | | | |

Assignor/Transferor Certification Statements

| The Assignor or Transferor certifies eit transferred until the consent of the Federa required because the transaction is subjectelecommunications carriers. See <i>Memora</i> | al Communications Co ect to streamlined notifi | mmission has been given, or (2) that cation procedures for <i>pro forma</i> assig | prior Commission consent is not |
|---|---|---|---------------------------------|
| The Assignor or Transferor certifies the incorporated by reference are material, ar | | | |
| 79) Typed or Printed Name of Party Author | orized to Sign | | |
| First Name: Lawrence | MI: D | Last Name: Garvey | Suffix: |
| 80) Title: Stockholder and Officer of Ge | n. Partner | | |
| Signature: Lawrence D Garvey | | 81) Date: 11/16/99 | |

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
- *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.
- 82) Typed or Printed Name of Party Authorized to Sign

Suffix: First Name: Wayne Last Name: Watts

83) Title: VP & Asst. General Counsel - Corporate

Signature: Wayne Watts 84) Date: 11/16/99

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

| 85) Call Sign | 86) Location Number | 87) Path Number (Microwave only) | 88) Lower or Center Frequency (MHz) | 89) Upper Frequency (MHz) | 90) Constructed Yes / No |
|---------------|---------------------|----------------------------------|--|------------------------------|-----------------------------|
| KNKA361 | | | | | |
| WLC708 | | | | | |
| WLL993 | | | | | |
| WLL994 | | | | | |
| WLL995 | | | | | |
| WLL996 | | | | | |
| WLL997 | | | | | |
| WLL998 | | | | | |
| WMQ449 | | | | | |

Attachment List

| Attachment Type | Date | Description | Contents |
|-----------------|----------|--|----------------|
| Other | 11/16/99 | Exhibit 1 - Description of the Transaction | 17532460.0.pdf |
| Other | 11/16/99 | Exhibit 2 | 17532462.0.pdf |
| Other | 11/16/99 | Exhibit 3 | 17532463.0.pdf |

DESCRIPTION OF THE TRANSACTION, PUBLIC INTEREST SHOWING AND RELATED DEMONSTRATIONS

In the copy of this application that was filed with the Federal Communications Commission, this Exhibit contained a complete copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations.

A copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations appears at Exhibit 1 to the Form 603 applying for the Commission's consent to transfer control of Part 22 Cellular, Part 22 Paging and Part 101 Microwave authorizations held by Radiofone, Inc. (which is the first application included in this set).

Pursuant to 47 C.F.R. § 1.923(e) (West, WESTLAW through October 1, 1999), the Applicants state that this transfer of control application is categorically exempt from environmental processing under 47 C.F.R. § 1.1306 (West, WESTLAW through October 1, 1999) because a mere transfer of control can have no environmental impact.

Response to Question 77:

On November 8, 1999, a case entitled South Austin Coalition Community Council, et al. v. SBC Communications, Inc. and the company F/K/A Ameritech Corporation, No. 99 C 7232, was filed in the United States District Court for the Northern District of Illinois by six customers of Ameritech on behalf of a purported class of local telephone customers of Ameritech and SBC. Despite the decisions of both the Commission and the Department of Justice approving the merger, the complaint alleges that the merger of SBC and Ameritech violates Section 7 of the Clayton Act and seeks injunctive relief to unwind the merger altogether or to cause SBC to divest assets in various markets.

¹ In re Applications of Ameritech Corp. and SBC Communications Inc., Memorandum Opinion and Order, CC Docket No. 98-141, FCC 99-279 (Oct. 8, 1999); <u>United States</u> v. <u>SBC Communications</u>, Civ. No. 99-0715, 1999 U.S. Dist. LEXIS 16789 (D.D.C. Aug. 2, 1999); Plaintiff's Motion for Entry of Final Judgment, <u>id</u>. (filed July 7, 1999).

² 15 U.S.C. § 18.

| FCC 603 | FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control | Approved by OMB 3060 - 0800 See instructions for public burden estimate |
|---------|--|--|
| | | Submitted 11/16/1999 at 11:30AM |
| | | File Number: 0000047878 |

| 1) Application Purpose: Transfer of Control | |
|---|--------------|
| 2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC. | File Number: |
| 2b) File numbers of related pending applications currently on file with the FCC: | |

Type of Transaction

| a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No | |
|---|--------------|
| b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearand recedures for telecommunications licenses? | >8 |
| For assignment of authorization only, is this a partition and/or disaggregation? | |
| Does filling request a waiver of the Commission's rules? No | |
| Are attachments being filed with this application? Yes | |
| a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held be assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are cluded on this form and for which Commission approval is required? Yes | |
| Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are cluded on this form and for which Commission approval is required? Yes | not |

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

| 10a) Taxpayer Identification Number | | | 10b) SGIN: 000 |
|--|--------------------|-----------------------|-------------------------|
| 11) First Name (if individual): | MI: | Last Name: | Suffix: |
| 12) Entity Name (if not an individual): H0 | DUMA-THIBODAUX CEI | LULAR PARTNERSHIP | |
| 13) Attention To: | | | |
| 14) P.O. Box: | And / Or | 15) Street Address: 3 | 131 N. I-10 SERVICE RD. |
| 16) City: METAIRIE | | 17) State: LA | 18) Zip: 70002 |
| 19) Telephone Number: (504)830-1529 | | 20) FAX: (504)834-82 | 293 |
| 21) E-Mail Address: | | | |

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

| HKACO. : | American Indian or Alaska Native: | Asian: | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
|------------|--------------------------------------|----------------------------|----------------------------|--|--------|
| Ethnicity: | HISDADIC OF LATIDO | Not Hispanic or Latino: | | | |
| Gender: | Female: | Male: | | | |

Transferor Information (for transfers of control only)

| 23a) Taxpayer Identification Numbe | | | 23b) SGIN: |
|---------------------------------------|-------------------|-------------------------|----------------------------------|
| 24) First Name (if individual): | MI: | Last Name: | Suffix: |
| 25) Entity Name (if not an individual |): The Stockholde | rs of Radiofone, Inc. | |
| 26) P.O. Box: | And / Or | 27) Street Address: 313 | 11 North I-10 Service Road, East |
| 28) City: Metairie | | 29) State: LA | 30) Zip: 70002 |
| 31) Telephone Number: (504)830-5 | 400 | 32) FAX: | |
| 33) E-Mail Address: | | | |

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

| 34) First Name: Richard | MI: D | Last Name: Rubino | Suffix: | |
|-------------------------------------|---------------------|--------------------------------|----------------------|--|
| 35) Company Name: Blooston, M | lordkofsky, Jackson | 1 & Dickens | | |
| 36) P.O. Box: | And / Or | 37) Street Address: 2120 L Str | eet, N.W., Suite 300 | |
| 38) City: Washington | | 39) State: DC | 40) Zip: 20037 | |
| 41) Telephone Number: (202)659-0830 | | 42) FAX: (202)828-5568 | | |
| 43) E-Mail Address: | | | | |

Assignee/Transferee Information

| 44) The Assignee is a(n): Corporation | n | | | |
|---|-------------------|------------------------|-----------------------|--|
| 45a) Taxpayer Identification Number: | | | 45b) SGIN: 000 | |
| 46) First Name (if individual): | MI: | Last Name: | Suffix: | |
| 47) Entity Name (if other than individu | al): SBC Communic | ations Inc. | | |
| 48) Name of Real Party in Interest: | | | 49) TIN: | |
| 50) Attention To: | | | | |
| 51) P.O. Box: | And / Or | 52) Street Address: 17 | 5 East Houston Street | |
| 53) City: San Antonio | | 54) State: TX | 55) Zip: 78205 | |
| 56) Telephone Number: (210)351-3476 | | 57) FAX: (210)351-348 | 18 | |
| 58) E-Mail Address: dwatts@corp.sb | c.com | | | |

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

| 59) First Name: Wayne | MI: | Last Name: Watts | Suffix: |
|-------------------------------------|-----------------|--|-----------------------|
| 60) Company Name: SBC Comm | unications Inc. | An appropriate to the second s | |
| 61) P.O. Box: | And / Or | 62) Street Address: 175 Eas | t Houston Street |
| 63) City: San Antonio | | 64) State: TX | 65) Zip: 78205 |
| 66) Telephone Number: (210)351-3476 | | 67) FAX: (210)351-3488 | |
| 68) E-Mail Address: dwatts@corp | o.sbc.com | | |

Alien Ownership Questions

| 69) Is the Assignee or Transferee a foreign government or the representative of any foreign government? | No |
|--|----|
| 70) Is the Assignee or Transferee an alien or the representative of an alien? | No |
| 71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government? | No |
| 72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | No |
| 73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. | No |

Basic Qualification Questions

| 74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances. | No |
|---|-----|
| 75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances. | No |
| 76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances. | No |
| 77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances. | Yes |

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

| | American Indian or Alaska Native: | Asian: | Black or African-American: Nati | tive Hawaiian or Other cific Islander: | White: |
|------------|--------------------------------------|----------------------------|---------------------------------|---|--------|
| Ethnicity: | HIGHSONG OF LATING | Not Hispanic or Latino: | | | - |
| Gender: | Female: | Male: | | | |

Assignor/Transferor Certification Statements

| The Assignor or Transferor certifies e transferred until the consent of the Federequired because the transaction is subjected to the transaction of the Federequired because the transaction is subjected to the transaction of the Federal Transaction of the Federal Transaction of the Transaction | eral Communications Co ject to streamlined notifi | ommission has been given, or (2) that ication procedures for <i>pro forma</i> assig | prior Commission consent is not |
|---|---|---|--|
| The Assignor or Transferor certifies to incorporated by reference are material, | hat all statements made are part of this applicati | in this application and in the exhibits, on, and are true, complete, correct, ar | attachments, or in documents and made in good faith. |
| 79) Typed or Printed Name of Party Aut | horized to Sign | | |
| First Name: Lawrence | MI: D | Last Name: Garvey | Suffix: |
| 80) Title: Stockholder and Officer of G | en. Partner | | |
| Signature: Lawrence D Garvey | | 81) Date: 11/16/99 | |

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*

"If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Wayne MI: Last Name: Watts Suffix:

83) Title: VP & Asst. General Counsel - Corporate

Signature: Wayne Watts 84) Date: 11/16/99

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

| 85) Call Sign | 86) Location Number | 87) Path Number (Microwave only) | 88) Lower or Center Frequency (MHz) | 89) Upper Frequency (MHz) | 90) Constructed Yes / No |
|---------------|---------------------|-------------------------------------|--|------------------------------|-----------------------------|
| KNKA686 | | | | | |

Attachment List

| Attachment Type | Date | Description | Contents |
|-----------------|----------|--|----------------|
| Other | 11/16/99 | Exhibit 2 | 17532468.0.pdf |
| Other | 11/16/99 | Exhibit 3 | 17532471.0.pdf |
| Other | 11/16/99 | Exhibit 1 - Description of Transaction | 17532476.0.pdf |

DESCRIPTION OF THE TRANSACTION. PUBLIC INTEREST SHOWING AND RELATED DEMONSTRATIONS

In the copy of this application that was filed with the Federal Communications Commission, this Exhibit contained a complete copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations.

A copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations appears at Exhibit 1 to the Form 603 applying for the Commission's consent to transfer control of Part 22 Cellular, Part 22 Paging and Part 101 Microwave authorizations held by Radiofone, Inc. (which is the first application included in this set).

Pursuant to 47 C.F.R. § 1.923(e) (West, WESTLAW through October 1, 1999), the Applicants state that this transfer of control application is categorically exempt from environmental processing under 47 C.F.R. § 1.1306 (West, WESTLAW through October 1, 1999) because a mere transfer of control can have no environmental impact.

Response to Question 77:

On November 8, 1999, a case entitled South Austin Coalition Community Council, et al. v. SBC Communications, Inc. and the company F/K/A Ameritech Corporation, No. 99 C 7232, was filed in the United States District Court for the Northern District of Illinois by six customers of Ameritech on behalf of a purported class of local telephone customers of Ameritech and SBC. Despite the decisions of both the Commission and the Department of Justice approving the merger, the complaint alleges that the merger of SBC and Ameritech violates Section 7 of the Clayton Act and seeks injunctive relief to unwind the merger altogether or to cause SBC to divest assets in various markets.

¹ In re Applications of Ameritech Corp. and SBC Communications Inc., Memorandum Opinion and Order, CC Docket No. 98-141, FCC 99-279 (Oct. 8, 1999); <u>United States</u> v. <u>SBC Communications</u>, Civ. No. 99-0715, 1999 U.S. Dist. LEXIS 16789 (D.D.C. Aug. 2, 1999); Plaintiff's Motion for Entry of Final Judgment, id. (filed July 7, 1999).

² 15 U.S.C. § 18.

| FCC 603 | FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control | Approved by OMB 3060 - 0800 See instructions for public burden estimate |
|---------|--|--|
| | | Submitted 11/16/1999 at 11:43AM |
| | | File Number: 0000047876 |

Application Purpose: Assignment of Authorization
 If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

| File Number: | File Num

Type of Transaction

|) Is this a <i>pro forme</i> assignment of authorization or transfer of control? No |
|--|
|) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance occdures for telecommunications licenses? |
| For assignment of authorization only, is this a partition and/or disaggregation? No |
| Does filling request a waiver of the Commission's rules? No |
| Are attachments being filed with this application? Yes |
| Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are nealeded on this form and for which Commission approval is required? Yes |
| Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are sluded on this form and for which Commission approval is required? Yes |

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

| 10a) Taxpayer Identification Number: | | | 10b) SGIN: 000 |
|---|----------------|-------------------------|------------------------|
| 11) First Name (if individual): | MI: | Last Name: | Suffix: |
| 12) Entity Name (if not an individual): | RADIOFONE PCS, | L.L.C. | |
| 13) Attention To: | | | |
| 14) P.O. Box: | And / Or | 15) Street Address: 31: | 31 N. I-10 SERVICE RD. |
| 16) City: METAIRIE | | 17) State: LA | 18) Zip: 70002 |
| 19) Telephone Number: (504)830-152 | 9 | 20) FAX: (504)834-8293 | |
| 21) E-Mail Address: odinett@radiofo | ne.com | | |

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

| HKACA: : | American Indian or Alaska Native: | Asian: | Native Hawaiian or Other Pacific Islander: | White: |
|------------|--------------------------------------|-------------------------|---|--------|
| Ethnicity: | Hispanic or Latino: | Not Hispanic or Latino: | | |
| Gender: | Female: | Male: | | |

Transferor Information (for transfers of control only)

| 23a) Taxpayer Identification Number: | 23b) SGIN: | | |
|---|------------|--------------------|----------|
| 24) First Name (if individual): | MI: | Last Name: | Suffix: |
| 25) Entity Name (if not an individual): | | | |
| 26) P.O. Box: | And / Or | 27) Street Address | : |
| 28) City: | | 29) State: | 30) Zip: |
| 31) Telephone Number: | 32) FAX: | | |
| 33) E-Mail Address: | | | |

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

| 34) First Name: | MI: | Last Name: | Suffix: | |
|------------------------|-----|---------------------|----------|--|
| 35) Company Name: | | | | |
| 36) P.O. Box: And / Or | | 37) Street Address: | | |
| 38) City: | | 39) State: | 40) Zip: | |
| 41) Telephone Number: | | 42) FAX: | | |
| 43) E-Mail Address: | | | | |

Assignee/Transferee Information

| 44) The Assignee is a(π): Corporation | on | | |
|---|-------------------------|-----------------------|--------------------------|
| 45a) Taxpayer Identification Number | | | 45b) SGIN: 000 |
| 46) First Name (if individual): | Mi: | Last Name: | Suffix: |
| 47) Entity Name (if other than individ | ual): Southwestern Bell | Wireless, Inc. | |
| 48) Name of Real Party in Interest: SBC Communications Inc. | | | 49) TIN: 431301883 |
| 50) Attention To: Kimberly Russell | | | |
| 51) P.O. Box: | And / Or | 52) Street Address: 1 | 7330 Preston Rd Ste 100A |
| 53) City: Dallas | | 54) State: TX | 55) Zip: 75252 |
| 56) Telephone Number: (972)733-83 | 10 | 57) FAX: (972)733-28 | 352 |
| 58) E-Mail Address: | | | |

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

| <u> </u> | • | , | | |
|----------------------------------|-----------------------|---|-----------------------|--|
| 59) First Name: Kimberty | MI: | Last Name: Russell | Suffix: | |
| 60) Company Name: Southwester | n Bell Wireless, Inc. | | | |
| 61) P.O. Box: | And / Or | 62) Street Address: 17330 Preston Rd Ste 100A | | |
| 63) City: Dallas | | 64) State: TX | 65) Zip: 75252 | |
| 66) Telephone Number: (972)733-4 | 3310 | 67) FAX: (972)733-2852 | | |
| 68) E-Mail Address: | | | | |

Alien Ownership Questions

| 69) Is the Assignee or Transferee a foreign government or the representative of any foreign government? | No |
|--|----|
| 70) Is the Assignee or Transferee an alien or the representative of an alien? | No |
| 71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government? | No |
| 72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | No |
| 73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. | No |

Basic Qualification Questions

| 74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances. | No |
|---|-----|
| 75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances. | No |
| 76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances. | No |
| 77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances. | Yes |

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

| HKACA' : | American Indian or Alaska Native: | Asian: | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
|------------|--------------------------------------|----------------------------|----------------------------|---|--------|
| Ethnicity: | I HIS DADIC OF LATING | Not Hispanic or Latino: | | | |
| Gender: | Female: | Male: | | | |

Assignor/Transferor Certification Statements

| 1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998). | | | | | | |
|--|---|--|--|--|--|--|
| | 2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. | | | | | |
| 79) Typed or Printed Name of Party Au | thorized to Sign | | | | | |
| First Name: Lawrence | irst Name: Lawrence MI: D Last Name: Garvey Suffix: | | | | | |
| 80) Title: Manager | | | | | | |
| Signature: Lawrence D Garvey 81) Date: 11/16/99 | | | | | | |

Assignee/Transferee Certification Statements

| enefits ribution on" as |
|-------------------------------|
| enefits ribution on" as |
| enefits |
| |
| |
| sferor rwise he |
| ation of |
| against uests an |
| not be ent is not y |
| |

Authorizations To Be Assigned or Transferred

Signature: Wayne Watts

| 85) Call Sign | 86) Location Number | 87) Path Number (Microwave only) | 88) Lower or Center Frequency (MHz) | 89) Upper Frequency (MHz) | 90) Constructed Yes / No |
|---------------|---------------------|-------------------------------------|--|------------------------------|-----------------------------|
| KNLH425 | | | | | No |

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

84) Date: 11/16/99

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only) Refer to applicable auction rules for method to determine required gross revenues and total assets information

| Y | /ear 1 Gross Revenues (current) | Year 2 Gross Revenues | Year 3 Gross Revenues | Total Assets: |
|---|------------------------------------|-----------------------|-----------------------|---------------|
| 1 | | | | |

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

| Attachment Type | Date | Description | Contents |
|-----------------|----------|--|----------------|
| Other | 11/16/99 | Exhibit 1 - Description of the Transaction | 17532520.0.pdf |
| Other | 11/16/99 | Exhibit 2 | 17532521.0.pdf |
| Other | 11/16/99 | Exhibit 3 | 17532522.0.pdf |
| Other | 11/16/99 | Exhibit 4 | 17532523.0.pdf |

DESCRIPTION OF THE TRANSACTION. PUBLIC INTEREST SHOWING AND RELATED DEMONSTRATIONS

In the copy of this application that was filed with the Federal Communications Commission, this Exhibit contained a complete copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations.

A copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations appears at Exhibit 1 to the Form 603 applying for the Commission's consent to transfer control of Part 22 Cellular, Part 22 Paging and Part 101 Microwave authorizations held by Radiofone, Inc. (which is the first application included in this set).

Pursuant to 47 C.F.R. § 1.923(e) (West, WESTLAW through October 1, 1999), the Applicants state that this transfer of control application is categorically exempt from environmental processing under 47 C.F.R. § 1.1306 (West, WESTLAW through October 1, 1999) because a mere transfer of control can have no environmental impact.

Response to Question 77:

On November 8, 1999, a case entitled South Austin Coalition Community Council, et al., v. SBC Communications, Inc. and the company F/K/A Ameritech Corporation, No. 99 C 7232, was filed in the United States District Court for the Northern District of Illinois by six customers of Ameritech on behalf of a purported class of local telephone customers of Ameritech and SBC. Despite the decisions of both the Commission and the Department of Justice approving the merger, the complaint alleges that the merger of SBC and Ameritech violates Section 7 of the Clayton Act² and seeks injunctive relief to unwind the merger altogether or to cause SBC to divest assets in various markets.

¹ In re Applications of Ameritech Corp. and SBC Communications Inc., Memorandum Opinion and Order, CC Docket No. 98-141, FCC 99-279 (Oct. 8, 1999); <u>United States</u> v. <u>SBC Communications</u>, Civ. No. 99-0715, 1999 U.S. Dist. LEXIS 16789 (D.D.C. Aug. 2, 1999); Plaintiff's Motion for Entry of Final Judgment, <u>id</u>. (filed July 7, 1999).

² 15 U.S.C. § 18.

Pursuant to 47 C.F.R. § 1.2111(a), the Applicants state that the total consideration to be received by the assignor in return for the assignment of the authorization that is the subject of this application is \$145,000.

ARNOLD & PORTER

555 TWELFTH STREET, N.W. WASHINGTON, D.C. 20004-1206 (202) 942-5000 FACSIMILE (202) 942-5000

NEW YORK
DENVER
LOS ANGELES
LONDON

PAUL S. FEIRA (202) 942-5769

November 16, 1999

Federal Communications Commission International Bureau – Earth Stations P.O. Box 358160 Pittsburgh, PA 15251-5160

Re:

Application of Radiofone, Inc. and SBC Communications Inc. for Authority, Pursuant to Part 25 of the Commission's Rules, to Transfer Control of Licenses Controlled by Radiofone, Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of the application of SBC Communications Inc. and Radiofone, Inc. for authority pursuant to Part 25 of the Commission's Rules to transfer control of licenses under Part 25 held by Radiofone, Inc. (Lead Call Sign E930457). Also enclosed is a check payable to the Federal Communications Commission in the amount of \$645.00 for the prescribed filing fee.

Please direct questions or correspondence concerning SBC Communications Inc.'s portion of this application to:

Wayne Watts
Vice President and Assistant General Counsel - Corporate
SBC Communications Inc.
175 E. Houston
San Antonio, TX 78205
210-351-3476 (voice)
210-351-3488 (facsimile)

ARNOLD & PORTER

Federal Communications Commission November 16, 1999 Page 2

Please direct questions or correspondence concerning the portion of this application dealing with Radiofone, Inc. (and its subsidiaries) to:

Richard D. Rubino, Esq. Blooston, Mordkofsy, Jackson & Dickens 2120 L Street, N.W. Washington, D.C. 20037 (202) 828-5519 (voice) (202) 828-5568 (facsimile)

Thank you for your assistance.

Very truly yours,

Paul S. Fin

Paul S. Feira

Enclosures

| READ INSTRUCTIONS CAREFULLY | | | | | | APPR | OVED BY OMB | 3000-0509 |
|--|--------------------|--------------------|---------------|-------------|---------------------------------|------------------------|-------------------------|----------------|
| BEFORE PROCEEDING | | FEI | | | CATIONS COMMISSION | DN ESSONDERS | | |
| | | | REM | ITTAI | NCE ADVICE | | | |
| | ĺ | | - | *** | 1 or 1 | FOOLURED | (17 | |
| (1) LOCKBOX # 358160 | | | - | _ | <u> </u> | 13.2 | | |
| | | S | ECTION | A - PAY | ER INFORMATION | | | |
| 2) PAYER NAME (If paying by credit card, order next | M exactly as it of | poers on your card |) | | | | PAID (delers and conts) | |
| ARNOLD & PORTER | | | | | | s 645.00 | | |
| 555 TWELFTH STREET, | NW | | | | | | | |
| S) STREET ADDRESS LINE NO. 2 | 14. W. | | | | | | | |
| | | | | | | | | |
| a) arv | | | | (7) STA | TE . | (4) 2P CODE | | |
| WASHINGTON | | | | DC | | 20004 | | |
|) DAYTIME TELEPHONE MUMBER (INClude on (202) 942-5000 | es code) | | | (10) CO | UNTRY CODE (if set in U.S.A.) | | | |
| | = ANDS | HEMPP | HCANT | ZNAM | FAREDIFFEREN | TECOMPLE | TEISECTION | BENER |
| PAYERINAMI PEMOREST | HANION | EAPPL | CANTA | JSEC | ONTINUATIONSH | EETSHFOR | MH592C) | |
| | | SEC | TION B | | CANT INFORMATION | | | |
| 1) APPLICANT NAME (II paying by credit cord. RADIOFONE, INC. | THE SAME ST | scey as it appears | en your card) | | | | | |
| 2) STREET ADDRESS LINE NO. 1 | | - | | | | | | |
| 131 NORTH I-10 SERVI | CE ROA | D EAST | | | | | | |
| 3) STREET ADDRESS LINE NO. 2 | | | | | | | | |
| | | | | | | | | |
| 4) CITY METAIRIE | | | | (15) BT/ | NE. | (16) ZIP CODE 70002 | | |
| 7) DAYTIME TELEPHONE NUMBER (Include o | rea code) | | | | INTRY CODE (if not in U.S.A.) | 70002 | | |
| 504) 830-5400 | | | | | , , | | | |
| OMPLETE SECTION CHO | REACHS | ERVICE | FMORE | BOXES | ARENEEDED USE | CONTINUAT | ONSHEETSNE |)RM159-01 |
| | | SEC | TION C - | PAYM | NT INFORMATION | | | |
| · | PAYMENT TYP | 7 | —— (° | TITHAUD (AI | (22A) FEE DUE FOR (PTC) IN BLO | CK 20A F | CUSEON! | |
| 930457 (| C N | X | 11 | La. | s 385.00 W FCC COO€ 2 | | | |
| ayrac cope i | | | | ľ | ny roc code 2 | | | |
| B) FCC CALL SIGNOTHER ID (208) | PAYMENT TYP | E CODE (PTC) | (21 | B) QUANTITY | (228) FEE DUE FOR (PTC) IN BLO | CK 208 | C USE ONLY | MARKANIKANA |
| 970425, et al | C F | х | 12 | | 260.00 | | Simon | |
| 8) FCC CODE 1 | | | | (2 | (8) FCC CODE 2 | | | |
| | | | | | | | | |
| C) FCC CALL SIGN/OTHER ID (20C) | PAYMENT TYP | E CODE (PTC) | | C) QUANTITY | (22G) FEE DUE FOR (PTC) IN BLOC | -K 20C | ant ora | |
| 0.500.0005 | | | | La. | \$ IC) FCC CODE 2 | | | |
| C) FCC CODE 1 | | | | ľ | ic) Foc code 2 | | | |
| D) FCC CALL SIGN/OTHER ID (200) | PAYMENT TYP | E CODE (PTC) | (21 | D) QUANTITY | (220) FEE DUE FOR (PTC) IN BLOC | × 200 F _Q | CUSEONLY | |
| | | | | • | | iş. | | |
| D) FCC CODE 1 | | | | 130 | D) FCC GODE 2 | | | |
| | | | | | | | | |
| EXECTION | DET | AXP/ | WEF | RINI | EORMATIO | NI(REC | UIRED)! | 是非然 |
| | | | | |) COMPLETE THIS BLOCK ONLY IF A | PPLICANT NAME IN 8-11 | IS DIFFERENT FROM PAYE | R NAME IN A-2) |
| AYER TIN | | | | J A | PPLICANT TIN | | | |
| | | SE | CTION | E CE | RTIFICATION | | | |
| CERTIFICATION STATEMENT | | | | | | | | |
| MARY M. DIXON Certify under penalty of perjury that the foregoing and supporting information | | | | | | | | |
| e true and correct to the best | of my kno | wiedae inf | ormation | and beli | ef. SIGNATURE | 12/1/l | <u></u> | • |
| 2 1142 SIIG COLLECT TO DIE DEST | | | | | PAYMENT INFORMA | TION T | | |
|) MASTERCARDIVI | | | | 1 1 | | EXPIRATION | DATE | |
| MASTERCARD | | | | | | | | |
| الله الله | | 1-1-1 | | | | MONTH YE | | |
| 7 | | | AUTHOR | IZED SIGNA | TURE | DATE | | |
| VISA hareby authorize the FCC to charge | TZAM 10 AZEV (m. | ERIJARU L | | | | | | |

| FCC 312 Main Form | | Approved by OMB 3060-0678 Est. Avg.Burden Hours | PCC Use Only File Number: |
|----------------------|---|---|---------------------------|
| | FEDERAL COMMUNICATIONS COMMISSION | Per Response: 11 Hrs. | Call Sign: |
| APPLICATION | FOR SATELLITE SPACE AND EARTH STATION AUTHO | RIZATIONS | Pes Number: |

| APPLICA | NT INFORMATION | | | |
|---|---------------------------------------|---------------------------|--|--|
| 1. Legal Name of Applicant | 2. Voice Telephone | 2. Voice Telephone Number | | |
| RADIOFONE, INC. | (972) 73 | 3-2092 | | |
| 3. Other Name Used for Doing Business (if any) | 4. Fax Telephone N (972) 73 | umber 3-8141 | | |
| 5. Mailing Street Address or P.O. Box | 6. City | | | |
| 17330 Preston Road, Suite 100A | Dallas | | | |
| ATTENTION: Kellye Abernathy | 7. State / Country (if not U.S.A.) TX | 8. Zip Code 75252 | | |
| 9. Name of Contact Representative (If other than applicant) | 10. Voice Telephon | e Number | | |
| Wayne Watts | (210) 3. | 51-3476 | | |
| 11. Firm or Company Name SBC COMMUNICATIONS INC. | 12. Fax Telephone (210) 3 | Number 51-3488 | | |
| 13. Mailing Street Address or P.O. Box | 14. City | | | |
| 175 East Houston Street | San Antonio | | | |
| ATTENTION: Wayne Watts | 15. State / Country (if not U.S.A) TX | 16. Zip Code 78205 | | |
| | | | | |
| | | | | |

CLASSIBICATION OF BILINC

| CLASSIFICATION OF FILING | | | | | |
|----------------------------------|---|---|--|--|--|
| 17. Place an "X" in the box | 17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only fore 187a and only one box for 17b. | | | | |
| | bl. Application for License of New Station | X b6. Transfer of Control of License or Registration | | | |
| X al. Earth Station | b2. Application for Registration of New Domestic Receive-Only Station | b7. Notification of Minor Modification | | | |
| | b3. Amendment to a Pending Application | b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite | | | |
| a2. Space Station | ☐ b4. Modification of License or Registration | b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States | | | |
| | b5. Assignment of License or Registration | b10. Other (Please Specify): | | | |
| 18. If this filing is in referen | ce to an existing station, enter: | 19. If this filing is an amendment to a pending application enter: | | | |
| Call sign of station: | | (a) Date pending application was filed: (b) File number of pending application: | | | |
| E930457; E970425; and E940193 | | | | | |

TYPE OF SERVICE 20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply. x a. Fixed Satellite c. Radiodetermination Satellite e. Direct to Home Fixed Satellite b. Mobile Satellite d. Earth Exploration Satellite f. Digital Audio Radio Service g. Other (please specify) 21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box. 22. If earth station applicant, place an "X" in the box(es) next to all that apply. X b. Non-Common Carrier A. Using U.S. licensed satellites b. Using Non-U.S. licensed satellites a. Common Carrier 23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings, Mark only one box. Are these facilities: a. Connected to the Public Switched Network b. Not connected to the Public Switched Network 24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s). a. C-Band (4/6 GHz) X b. Ku-Band (12/14 GHz) c. Other (Please specify) TYPE OF STATION 25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box. e. Space Station f. Other (Specify) X a. Fixed Earth Station b. Temporary-Fixed Earth Station c, 12/14 GHz VSAT Network d. Mobile Earth Station If space station applicant, go to Question 27. 26. TYPE OF EARTH STATION FACILITY Mark only one box. X a. Transmit/Receive b. Transmit-Only c. Receive-Only PURPOSE OF MODIFICATION OR AMENDMENT 27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply, a -- authorization to add new emission designator and related service b -- authorization to change emission designator and related service c -- authorization to increase EIRP and EIRP density d -- authorization to replace antenna e -- authorization to add antenna f -- authorization to relocate fixed station g -- authorization to change assigned frequency(ies) h -- authorization to add Points of Communication (satellites & countries) i -- authorization to change Points of Communication (satellites & countries)

ENVIRONMENTAL POLICY

i -- authorization for facilities for which environmental assessment and radiation hazard reporting is required

| 28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact asdibline? CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and, ks 3th exhibit to this application. | YES | X NO |
|---|--------------|------|
| A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET | Bulletin 65. | |

k -- Other (Please Specify)

| ALIEN OWNERSHIP | | |
|--|--------------------------|--------|
| 29. Is the applicant a foreign government or the representative of any foreign government? | YES | ⊠ мо |
| 30. Is the applicant an alien or the representative of an alien? | YES | ⊠ мо |
| 31. Is the applicant a corporation organized under the laws of any foreign government? | YES | Г∡] № |
| 32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | YES | ON 🔀 |
| 33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | YES | ⊠ NO |
| 34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote. | | |
| BASIC QUALIFICATIONS | | |
| 35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents. | YES | X NO |
| 36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances. | YES | X NO |
| 37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant exer bee convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances. | YES | X NO |
| 38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guiltyauffulhy monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances. | YES | X NO |
| 39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances. | X YES | □NO |
| 40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresseitizenship stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held case to control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors | b€ fiduciary | |
| 41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subjected of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862seb of a conviction for possession or distribution of a controlled substance 47 CFR 1.2002(b) for the meaning of "party to the application" for | ecal YES these purposes. | □ NO |
| 42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43. | ☐ YES | [X] NO |
| 42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? | | |

| | | and the second s | than in the control of the control o |
|--|--|--|--|
| 43. Description. (S | Summarize the nature of the | application and the services to be provided). | |
| Please se | e Exhibit A. | | |
| | | | |
| · | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| Exhibit No. | Tarrier all auchibies that | | |
| A A | | are attached to this application. The Transaction, Public Inc. | erest statement and Related Demonstrations - |
| | Question A21. | | |
| B | | npact Statement- Question 2 | |
| <u>C</u> | Description of b | <u>ending antitrust lawsuit -</u> | Question 39. |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | CERTIFICATIO | |
| the previous use application woul and are incorpor | e of the same, whether by lice ld not cause the applicant to rated herein as if set out in f | ense or otherwise, and requests an authorization be in violation of the spectrum aggregation bull in this application. The undersigned, indi | nagnetic spectrum as against the congretative of the United States because of ion in accordance with this applicable applicant certifies that grant of this limit in 47 CFR Part 20. All statements in exhibits are a material part hereof ividually and for the applicant, hereby certifies that all statements made in this r her knowledge and belief, matherin good faith. |
| 44. Applicant is a | (an): (Place an "X" in | the box next to applicable response.) | |
| | | ciation . c. Partnership . d. Corporation | (Please specify) |
| 45. Typed Name of Pe Wayne Wat | | | 46. Title of Person Signing Vice Progrident and Aggistant Conoral |
| mayne mac | .cs | / | Vice President and Assistant General Counsel - Corporate |
| 47. Signature | une Wat | | 48. Date 11/16/99 |
| WILLFUI (U.S. Cod Section 3 | FALSE STATEMEN k, Title 18, Section 10 12(a)(1)), AND/OR FO | TS MADE ON THIS FORM AR 301), AND/OR REVOCATION OF REFEITURE (U.S. Code, Title 47. | E PUNISHABLE BY FINE AND/OR IMPRISONMENT ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 503). |

| FEDERA | PCC Use Only | | | | | | | | | | | |
|--|--|---|-------------------------------------|--|--|---------------------------------------|--|--|--|--|--|--|
| X CONSENT TO TRANSFER O | ▼ CONSENT TO TRANSFER OF CONTROL ☐ CONSENT TO ASSIGNMENT OF LICENSE | | | | | | | | | | | |
| OF RECEIVE ONLY REGIST | | _ | | | | | | | | | | |
| A1. Name of Licensee or Registrant | | · | | | A2. Voice Telep | | | | | | | |
| RADIOFONE, INC. A3. Mailing Street Address or P.O. Box | ···· | | - | | A4. Fax Telepho | 830-5400 | | | | | | |
| 3131 North I-10 Service ATTENTION: | e Road East | | | | | 831-7859 | | | | | | |
| S. City Metairie | | | | A6. State / Country LA | (if not U.S.A.) | A7. Zip Cod 7000 | | | | | | |
| A8. List Call Sign(s) of station(s) being assigned or | | | | | ************************************** | | A9. No. of station(s) listed | | | | | |
| E930457; E970425; and A10. Name of Transferor/Assignor (if different than | | | 416 16 | | | | 1 3 | | | | | |
| The Stockholders of Radio All. Mailing Street Address or P.O. Box 3131 North I-10 Service | ofone, Inc. | · | SBC C A16. Mailing Str | Transferee/Assignee OMMUNICATIO eet Address or P.O. B ast Houston | ox | | | | | | | |
| A12. City | A13. State/Country | A14. Zip Code | A17. City | ast nouston | | 8. State/Country | A19. Zip Code | | | | | |
| Metairie | LA | 70002 | | ntonio | | TX | 70825 | | | | | |
| A20. If these facilities are licensed, is the If Yes, attach as an exhibit, a state identifies the nature and extent of centity and any intermediate subsidial equity stock of those stockholders have a stockholders. | nent (including organ ontrol including: (1) (| izational diagrams wh the name, address, cit | ere appropriate) izenship, and prin | which fully and c mary business of | the constroll | YES | X NO | | | | | |
| A21. If these facilities are licensed, attac | h as an exhibit, a con | nplete statement settin | ng forth the facts | which show how | the assignmen | nt or transfer wi | ll serve the public in | | | | | |
| | | | ICATION | | | | | | | | | |
| The undersigned, individually and for are true, complete and correct to the best complete and constitute the full agreement. The undersigned represents that stock control or assignment of license will be a second or assignment. | t of his/her knowledge nt. will not be delivered | and belief. The unc | fersigned also ce not be transferre | rtifies that any co | ntracts or othe | er instruments su been received, b | abmitted herewith are not that transfer of | | | | | |
| within 30 days of consummation. | - | | onsent. The uni | | | | | | | | | |
| A22. Printed Name of Licensee (Must agree with A RADIOFONE, INC. | A1) A23. Signatur | E | | A24. Tit | ie (Office Held by | y Person Signing) | A25. Date | | | | | |
| A26. Printed Name of License Transferor/Assignor (If different than licenses. Must agree with A10) | A27. Signatur | е | | A28. Tit | le (Office Held b | y Person Signing) | A29. Date | | | | | |
| The Stockholders of Radi | | . . | | | | | | | | | | |
| A30. Printed Name of License Transferee/Assignee (Must agree with A15) | A31. Signatur | 9 /1 | | | | y Person Signing) | A33. Date | | | | | |
| SBC COMMUNICATIONS IN | | aure lot | the | | President Stant Gen | nt and neral Cour | nse - 11/16/99 | | | | | |
| | | | | Corp | orate | | FCC : Schedule A | | | | | |

| FEDERAL | FEDERAL COMMUNICATIONS COMMISSION FCC 312 - Schedule A (Place an "X" in one of the blocks below) | | | | | | | | | | | | |
|--|--|--|--|--|---------------------------------------|---|---|---|--|--|--|--|--|
| | TROL [| CONSENT TO AS | SIGNMENT OF | LICENSE | | | | | | | | | |
| OF RECEIVE ONLY REGISTRATION | | OF RECEIVE ON | | | | | | | | | | | |
| A1. Name of Licensee or Registrant | | | | 4 | | Telephone Number 830-5400 | | | | | | | |
| Radiofone, Inc. A3. Mailing Street Address or P.O. Box | | | · · · · · · · · · · · · · · · · · · · | · · · · · · · · · · · · · · · · · · · | | Telephone Number | | | | | | | |
| 3131 North I-10 Service Road East | | | | | | | | | | | | | |
| A5. City | | | | A6. State / Country (if not | U.S.A.) | A | 7. Zip Code | _ | | | | | |
| Metairie | | | | Louisiana | | 7 | 70002 | | | | | | |
| A8. List Call Sign(s) of station(s) being assigned or transfered | | | • | | | | A9. No. of station(s) listed | , | | | | | |
| E930457 E940193 E970425 | | | | | | | 3 | | | | | | |
| A10. Name of Transferor/Assignor (if different than licensee | or registrant) | | A15. Name of Transfer | ree/Assignee | | | | | | | | | |
| The Stockholders of Radiofone, Inc. | | | 116 14 W G: 44 | | · | | | | | | | | |
| A11. Mailing Street Address or P.O. Box 3131 North I-10 Service Road East | | | A16. Mailing Street A | Idress or P.O. Box | | | | | | | | | |
| | 13. State Country | A14. Zip Code | A17. City | | · · · · · · · · · · · · · · · · · · · | A18 State/Country | A19. Zip Code | _ | | | | | |
| T | Louisiana | 70002 | , | | | ••••• | | | | | | | |
| A20. If these facilities are licensed, is the trans If Yes, attach as an exhibit, a statement (identifies the nature and extent of control entity and any intermediate subsidiaries of equity stock of those stockholders holding | including organization including: (1) the nor parties; and (2) the | onal diagrams where a ame, address, citizens e names, addresses, cit | ppropriate) which hip, and primary b izenship, and the p | fully and completely usiness of the controll percentages of voting | ling and | ☐ YES | □NO | | | | | | |
| A21. If these facilities are licensed, attach as a | n exhibit, a complete | statement setting fort | h the facts which s | how how the assignm | ent or | transfer will serve the | he public interest. | _ | | | | | |
| | | CERTIF | | | | | | | | | | | |
| 1. The undersigned, individually and for licens complete and correct to the best of his/her know constitute the full agreement. | ee, certifies that all a vledge and belief. The | ittached exhibits pertir ne undersigned also ce | ent to Schedule A tifies that any con | and all statements matracts or other instrum | ade in S nents su | Schedule A of this a ubmitted herewith a | pplication are true, re complete and | | | | | | |
| 2. The undersigned represents that stock will n control or assignment of license will be comple within 30 days of consummation. | ted within 60 days o | | | | | | | | | | | | |
| A22. Printed Name of Licensee (Must agree with A1) | A23. Signature | 1/ | ···· | A24. Title (Office Held by | Person S | igning) | A25. Date | | | | | | |
| Radiofone, Inc. | 1 | Mary | es l | Secretary | | | 11/16/99 | | | | | | |
| A26. Printed Name of License Transferor/Assignor (If different than licensee: Must agree with A10) | A27. Signature | 11 | 7 | A28. Title (Office Held by | Person S | igning) | A29. Date | | | | | | |
| The Stockholders of Radiofone, Inc. | 1 7. | Mar | ha | Stockholder | | | 11/16/99 | | | | | | |
| A30. Printed Name of License Transferee/Assignee (Must agree with A15) | A31. Signature | | 7 | A32. Title (Office Held by | Person S | igning) | A33. Date | | | | | | |

्कान् राज्याः कल्लाः

FCC 312 - Schedule A bruary, 1998

DESCRIPTION OF THE TRANSACTION, PUBLIC INTEREST SHOWING AND RELATED DEMONSTRATIONS

In the copy of this application that was filed with the Federal Communications Commission, this Exhibit contained a complete copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations.

A copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations appears at Exhibit 1 to the Form 603 applying for the Commission's consent to transfer control of Part 22 Cellular, Part 22 Paging and Part 101 Microwave authorizations held by Radiofone, Inc. (which is the first application included in this set).

Pursuant to 47 C.F.R. § 1.923(e) (West, WESTLAW through October 1, 1999), the Applicants state that this transfer of control application is categorically exempt from environmental processing under 47 C.F.R. § 1.1306 (West, WESTLAW through October 1, 1999) because a mere transfer of control can have no environmental impact.

Response to Ouestion 39:

On November 8, 1999, a case entitled South Austin Coalition Community Council, et al. v. SBC Communications, Inc. and the company F/K/A Ameritech Corporation, No. 99 C 7232, was filed in the United States District Court for the Northern District of Illinois by six customers of Ameritech on behalf of a purported class of local telephone customers of Ameritech and SBC. Despite the decisions of both the Commission and the Department of Justice approving the merger, the complaint alleges that the merger of SBC and Ameritech violates Section 7 of the Clayton Act² and seeks injunctive relief to unwind the merger altogether or to cause SBC to divest assets in various markets.

In re Applications of Ameritech Corp. and SBC Communications Inc., Memorandum Opinion and Order, CC Docket No. 98-141, FCC 99-279 (Oct. 8, 1999); United States v. SBC Communications, Civ. No. 99-0715, 1999 U.S. Dist. LEXIS 16789 (D.D.C. Aug. 2, 1999); Plaintiff's Motion for Entry of Final Judgment, id. (filed July 7, 1999).

² 15 U.S.C. § 18.

ARNOLD & PORTER

555 TWELFTH STREET, N.W. WASHINGTON, D.C. 20004-1206 (202) 942-5000 FACSIMILE: (202) 942-5000

NEW YORK
DENVER
LOS ANGELES
LONDON

PAUL S. FEIRA (202) 942-5769

November 16, 1999

Federal Communications Commission Transfer of Control P.O. Box 358130 Pittsburgh, PA 15251-5130

Re:

Application of Radiofone, Inc. and SBC Communications Inc. for Authority, Pursuant to Part 90 of the Commission's Rules, to Transfer Control of Licenses Controlled by Radiofone. Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of the application of SBC Communications Inc. and Radiofone, Inc. for authority pursuant to Part 90 of the Commission's Rules to transfer control of licenses under Part 90 held by Radiofone, Inc. (Lead Call Sign KNNG392). Also enclosed is a check payable to the Federal Communications Commission in the amount of \$4365.00 for the prescribed filing fee.

Please direct questions or correspondence concerning SBC Communications Inc.'s portion of this application to:

Wayne Watts
Vice President and Assistant General Counsel - Corporate
SBC Communications Inc.
175 E. Houston
San Antonio, TX 78205
210-351-3476 (voice)
210-351-3488 (facsimile)

ARNOLD & PORTER

Federal Communications Commission November 16, 1999 Page 2

Please direct questions or correspondence concerning the portion of this application dealing with Radiofone, Inc. (and its subsidiaries) to:

Richard D. Rubino, Esq.
Blooston, Mordkofsy, Jackson & Dickens
2120 L Street, N.W.
Washington, D.C. 20037
(202) 828-5519 (voice)
(202) 828-5568 (facsimile)

Thank you for your assistance.

Very truly yours,

Paul S. Feira

Enclosures

| REMITTANCE ADVICE PAGE NO. 1 OF 1 SECTION A - PAYER INFORMATION (1) 1707A, MAJANT PAGE (plants) in a financial control of the page 1 of the | READ INSTRUCTIONS CAREFUL | LY | | <u></u> | | | | | | | PPROVED BY OMB | \$000-0500 |
|--|--------------------------------|----------------|-----------------|-----------------|-----------|---------|-----------|-----------------------|-------------|---------------------------------------|-------------------------|-------------------------|
| SECTION A - PAYER INFORMATION (2) PAYER INFORMATION (3) PAYER INFORMATION (4) TOTAL ARCANT PAGE (pages) as a special season and s | BEFORE PROCEEDING | | | FE | | | | | | | | |
| SECTION A - PAYER INFORMATION (2) TOTAL ADDANT PACINES AND | (1) LDCKBOX # 358130 | | | PAGE NO. 1 of 1 | | | | | | | | |
| (2) POTE MACE prompt by sould care, where some membry is it appears on your sand 4365.00 (3) STREET ADDRESSE LIME NO. 2 (4) STREET ADDRESSE LIME NO. 2 (5) STREET ADDRESSE LIME NO. 2 (6) STREET ADDRESSE LIME NO. 2 (7) STATE | | | | | ECTIO | NA. | PAYE | INFORMAT | | · · · · · · · · · · · · · · · · · · · | | |
| SECTION B. APPLICANT INFORMATION RADIOFONE, INC. 19 STATE 19 STATE 19 STATE 19 SOUND D.C. 20004 19 COUNTRY CODE IS MAN A U. S. A.) 19 COUNTRY CODE IS MAN A U. S. A.) 19 STATE 1 | ARNOLD & PORTER | | olly as it appe | | | | .,,,,, | | | 1 | = | |
| WASHINGTON DC 20004 19 DAYTHINE TELEPHONE MUNISCR (includes area code) (202) 942-5000 EPAYERIAME AND THE APPLICANT NAME-ARE DIFFERENT, COMPLETESECTION (BY) FIMORESTHAN ONE APPLICANT NAME-ARE DIFFERENT, COMPLETESECTION (BY) FINANCESTHAN ONE APPLICANT NAME-ARE DIFFERENT, COMPLETESECTION (BY) FINANCESTHAN ONE APPLICANT NAME-ARE DIFFERENT, COMPLETESECTION (BY) FINANCESTHAN ONE APPLICANT INVOLVED TO SECTION B. APPLICANT INFORMATION RADIOFONE, INC. 133131 NORTH I-10 SERVICE ROAD EAST 13) STREET ACCRESS LURE NO. 2 (14) CITY METAIRIE LA (16) STATE LA (16) STATE LA (16) STATE LA (16) STATE (16) COUNTRY CODE (# Net if U.S.A.) (17) DAYTHINE TELEPHONE MUNISCR (includes area code) (18) COUNTRY CODE (# net if U.S.A.) (19) COUNTRY CODE (# net if U.S.A.) | | ET, N. | W. | | | | | | | | | |
| WASHINGTON DC 20004 19) DAYTHE TELEPHONE MUMBER (includes area code) (202) 942-5000 IFPAYERNAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETESECTION IS THE PAYER AND THE APPLICANT NAME ARE DIFFERENT, COMPLETESECTION IS THE PAYER AND THE APPLICANT NAME ARE DIFFERENT, COMPLETESECTION IS THE PAYER AND THE APPLICANT INFORMATION SECTION B - APPLICANT INFORMATION RADIOFONE, INC. (13) STREET AGORESS LINE NO. 1 3131 NORTH I-10 SERVICE ROAD EAST (14) CITY METAIRIE LA (15) STATE LA (16) STATE LA (17) DAYTHER TELEPHONE HUMBER (includes area code) (17) DAYTHER TELEPHONE HUMBER (includes area code) (18) COUNTRY CODE (if not in U.S.A.) (504) 830-5400 COMPLETESECTION C-FOR EACH SERVICE; IF MORE BOXES ARE NEEDED, IUSE CONTINUATION SHEETS (FORM ST. 220) FEB LOR OF PTC) IN SUCCE SM SECTION C - PAYMENT INFORMATION (IN) FOC CALL BIGNOTHER ID 2001 PAYMENT TYPE CODE (PTC) 2019 GOUNTITY 2020 FEB DUE FOR (PTC) IN SUCCE SM PC) FOC CODE 1 2020 PAYMENT TYPE CODE (PTC) 2020 PAYMENT TYPE CODE (PTC) 2020 FEE DUE FOR (PTC) IN SUCCE SM PC) FOC CODE 1 2020 PAYMENT TYPE CODE (PTC) 2021 FEE DUE FOR (PTC) IN SUCCE SM PC) FOC CODE 1 2021 FEE DUE FOR (PTC) IN SUCCE SM PC) FOC CODE 1 2021 FEE DUE FOR (PTC) IN SUCCE SM PC) FOC CODE 2 2021 FEE DUE FOR (PTC) IN SUCCE SM PC) FOC CODE 1 2021 FEE DUE FOR (PTC) IN SUCCE SM PC) FOC CODE 1 2021 FEE DUE FOR (PTC) IN SUCCE SM PC) FOC CODE 2 2021 FEE DUE FOR (PTC) IN SUCCE SM PC) FOC CODE 1 2021 FEE DUE FOR (PTC) IN SUCCE SM PC) FOC CODE 1 2021 FEE DUE FOR (PTC) IN SUCCE SM PC) FOC CODE 2 | (5) STREET ADDRESS LINE NO. 2 | | | | | | | | | | | |
| 19) DAYTHME TELEPHONE MUMBER (INCHORUS DESIGNATION) FPAYER MAME (A NO. 1) THE (APPLICANT MUSE ARE DIFFERENT; COMPLETESECTION (B 25 F F MORE STHAN ONE A PPLICANT MUSE (CONTINUATION SHEETS (FORM) 59-2) SECTION B - APPLICANT INFORMATION RADIOFONE, INC. 113 APPLICANT MAME (II payve) by credit card, enter manse stactly, at a appears any year card) RADIOFONE, INC. 123 STREET ADDRESS LINE NO. 2 1140 CITY METAIRE LA 70002 1150 STATE LA 70002 1150 COUNTRY CODE (If not in U.S.A.) (504) 830-5400 COMPLETESECTION O'S FOR EACH SERVICE; IF MORE BOXES ARE NEEDED; SUSE CONTINUATION SHEETS IF FORM \$1 SECURITY CODE (IF not in U.S.A.) (160) FOC CALL BIGNOTHER ID 1240 FOC CODE 1 1240 FOC CODE 2 1250 FOC CODE 2 1260 FOC CODE 2 | (6) CITY | | | | | | (7) STATE | | | (8) ZIP CODE | | |
| (202) 942-5000 IF PAYERNAMESAND THE APPLICANT NAME ARE DIFFERENT: COMPLETE SECTION IB TO THANK THE PAYER AND THE APPLICANT NAME (IR paying by credit card, anset name on act) to a repositive for your card) SECTION B - APPLICANT INFORMATION RADIOFONE, INC. 123 STREET ADDRESS LINE W.O. 2 133 31 NORTH I-10 SERVICE ROAD EAST 139 STREET ADDRESS LINE W.O. 2 140 CITY INDICATE TREET ADDRESS LINE W.O. 2 140 CITY INDICATE TREET ADDRESS LINE W.O. 2 141 CITY INDICATE TREET ADDRESS LINE W.O. 2 140 CITY AND W.O. 2 140 C | | | | | | | | TRY CODE (II am a) | | 20004 | | |
| TEMORESTHAN ONE APPLICANT IN SECTION B - APPLICANT INFORMATION RADIOFONE, INC. 13131 NORTH 1-10 SERVICE ROAD EAST 1319 STREET ADDRESS LINE NO. 2 (14) CITY METAIRIE LA (15) STATE LA (16) STATE LA | · · | lude eres cod | 10 } | | | | (10) COUN | TRY CODE (IF NOT IN I | J.5 A.) | | | |
| SECTION B - APPLICANT INFORMATION (11) APPLICANT INME (II paying by credit card, error name as acts) at a appearant an year card) RADIOFONE, INC. (12) STREET ADDRESS LINE NO. 1 3131 NORTH I-10 SERVICE ROAD EAST (13) STREET ADDRESS LINE NO. 2 (14) CITY METAIRE (14) ETATE LA (15) STATE (14) ZOP CODE (15) STATE (14) ZOP CODE (15) STATE (14) ZOP CODE (15) STATE (16) STATE (16) STATE (17) DOVITHER TELEPHONE MANNER (Includes area codes) ((504) 830-5400 COMPLETE-SECTION C-FOR-EACH SERVICE-IF-MORE-BOXES ARE NEEDED, USE CONTINUATION SHEETS IFFORM ST SECTION C-PAYMENT INFORMATION (18) PA T M 97 4365.00 (NA) PCC CALL SIGNOTHER ID (206) PAYMENT TYPE CODE (PTC) (216) QUANTITY (227) FEE DUE FOR PTC) IN SLOCK 208 (228) FCC CODE 1 (228) FCC CODE 1 (226) PAYMENT TYPE CODE (PTC) (216) QUANTITY (227) FEE DUE FOR PTC) IN SLOCK 200 (216) FCC CODE 2 (217) QUANTITY (227) FEE DUE FOR PTC) IN SLOCK 200 (218) FCC CODE 2 (216) FCC CODE 2 (217) QUANTITY (227) FEE DUE FOR PTC) IN SLOCK 200 (218) FCC CODE 2 (217) QUANTITY (227) FEE DUE FOR PTC) IN SLOCK 200 (218) FCC CODE 2 (219) FCC CODE 2 (210) GUANTITY (227) FEE DUE FOR PTC) IN SLOCK 200 (218) FCC CODE 2 (210) FCC CODE 2 | PAYERINA | AMEA | NDJH | E APF | LICA | NTA | AME | AREDIFF | EREN | FCOMP | LETESECTION | NB |
| TITLE COLL EIGNOTHER ID 13 AVEC CODE PCC CODE PCC CODE | FMOR | ENHA | NONE | | | | | | | EETSIFC |)RM#159*C)**** | |
| 123) STREET ADDRESS LINE NO. 2 (14) CITY METAIRIE LA (15) STATE LA (16) ZIP CODE METAIRIE (16) STATE LA (16) COUNTRY CODE (I not in U.S.A.) (17) DAYTIME TELEPHONE INJURIER (INDUSE SPEE CODE) (18) COUNTRY CODE (I not in U.S.A.) (19) COUNTRY CODE (I not in U.S.A.) (200) PAYMENT TYPE CODE (PTC) (201) PAYMENT TYPE CODE (PTC) (202) PAYMENT TY | | it card, enter | name exact | | | | | | .,,,,,,, | | | |
| METAIRIE (504) 830-5400 COMPLETE SECTION C-FOR EACH SERVICE IF MORE BOXES ARE NEEDED; USE CONTINUATION SHEETS FORM (184) FOC CALL BIGNOTHER ID (184) FCC CALL BIGNOTHER ID (204) PAYMENT TYPE CODE (PTC) (204) PAYMENT TYPE CODE (PTC) (204) FCC CODE 1 (205) FCC CODE 1 (206) FCC CODE (PTC) (207) PAYMENT TYPE CODE (PTC) (218) QUANTITY (226) FEE DUE FOR (PTC) IN BLOCK 206 (207) FCC CODE 2 | KADIOFONE, INC. | | | | | | ** | | | | | |
| (15) STATE (16) 2P CODE METAIRIE LA 70002 (17) DAYTIME TELEPHONE NUMBER (Include area code) (504) 830-5400 COMPLETE SECTION C-FOR EACH SERVICE, IF, MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS FORMS! SECTION C - PAYMENT INFORMATION (184) FCC CALL BIGNIOTHER ID (204) PAYMENT TYPE CODE (PTC) (214) QUANTITY (224) FEE DUE FOR (PTC) IN BLOCK 20A (234) FCC CODE 2 (234) FCC CODE 1 (234) FCC CODE 2 (236) FCC CODE 1 (236) FCC CODE 1 (236) FCC CODE 1 (236) FCC CODE 2 (236) FCC CODE 2 (237) FEE DUE FOR (PTC) IN BLOCK 20C (237) FEE DUE FOR (PTC) IN | | RVICE | ROAL | EAST | | | | | | | | |
| METAIRIE (17) DAYTIME TELEPHONE NUMBER (Include area code) (504) 830-5400 COMPLETE SECTION C. FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORMS) SECTION C PAYMENT INFORMATION (18A) FOC CALL BIGNOTHER ID (20A) PAYMENT TYPE CODE (PTC) (21A) QUANTITY (22A) FEE DUE FOR (PTC) IN BLOCK 20A (2A) FOC CODE 2 (2A) FOC CODE 1 (2A) FOC CODE 1 (2A) FOC CODE 1 (2A) FOC CODE 1 (2A) FOC CODE 2 | (13) STREET ADDRESS LINE NO. 2 | | | | | | | | | - | | |
| (18) COUNTRY CODE (# not in U.S.A.) (504) 830-5400 COMPLETE SECTION C FOR EACH SERVICE IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS FORM SECULAR CONTINUATION | (14) CITY | | | | | | 15) STATE | | | | | |
| (504) 830-5400 COMPLETE SECTION CFOR EACH SERVICE; IF MORE BOXES ARE NEEDED; USE CONTINUATION SHEETS (FORM SECTION C - PAYMENT INFORMATION) SECTION C - PAYMENT INFORMATION (184) FCC CALL BIGNOTHER ID (204) PAYMENT TYPE CODE (PTC) (204) PAYMENT TYPE CODE (PTC) (204) FCC CODE 2 (204) FCC CODE 2 (205) FCC CODE 1 (206) FCC CALL BIGNOTHER ID (207) PAYMENT TYPE CODE (PTC) (207) FCC CODE 2 (208) FCC CODE 1 (207) FCC CODE 2 | | | | | | | | TV 0005 /4 in 11 | 2.4. | 70002 | | |
| SECTION C - PAYMENT INFORMATION [20A] PAYMENT TYPE CODE (PTC) [21A] QUANTITY [22A] FEE DUE FOR (PTC) IN BLOCK 20A [25A] FEC CODE 2 [26B] FCC CODE 1 [26B] FCC CODE 1 [27B] QUANTITY [2 | | SAGE BLES CO | 36) | | | I | 18) COOK | KT CODE (N NOLW O | .a.a.; | | | |
| (18A) FCC CALL SIGN/OTHER ID (20A) PAYMENT TYPE CODE (PTC) (21A) QUANTITY (22A) FEE DUE FOR (PTC) IN SLOCK 20A (20A) FAYMENT TYPE CODE (PTC) (21B) QUANTITY (22B) FEE DUE FOR (PTC) IN SLOCK 20B (20B) FCC CALL SIGN/OTHER ID (20B) PAYMENT TYPE CODE (PTC) (21B) QUANTITY (22B) FEE DUE FOR (PTC) IN SLOCK 20B (20C) PAYMENT TYPE CODE (PTC) (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN SLOCK 20C (20C) PAYMENT TYPE CODE (PTC) (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN SLOCK 20C (20C) PAYMENT TYPE CODE (PTC) (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN SLOCK 20C (20C) PAYMENT TYPE CODE (PTC) (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN SLOCK 20C (20C) PAYMENT TYPE CODE (PTC) (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN SLOCK 20C (20C) PAYMENT TYPE CODE (PTC) | COMPLETE SECTION'C | FOR E | ACH SE | RVICE, | IF MO | RE'B |)XES | RE NEEDEI | D, USE | CONTINU | ATION'SHEETS H | FORM 159-C |
| KNNG392, et al PATM 97 , 4365.00 22A) FCC CODE 1 198) FCC CALL SIGNOTHER ID 120B) PAYMENT TYPE CODE (PTC) 121B) QUANTITY 122B) FEE DUE FOR (PTC) IN BLOCK 208 122B) FCC CODE 2 122B) FCC CODE 2 122B) FCC CODE 2 122C) FCC CODE 1 122C) FCC CODE 1 122C) FCC CODE 2 122C) FCC CODE 2 122C) FCC CODE 2 122D) FCC CODE 2 122D) FCC CODE 2 122D) FCC CODE 2 122D) FCC CODE 2 | (18A) FCC CALL SIGNIOTHER ID | (20A) PAYN | MENT TYPE | | CTION | | | | | K 20A | FCC USE ONLY TO PROTECT | A CHARLES AND A CHARLES |
| 198) FCC CALL SIGNOTHER ID (208) PAYMENT TYPE CODE (PTC) (218) QUANTITY (228) FEE DUE FOR (PTC) IN SLOCK 208 FCC LISE CHLY (200) PAYMENT TYPE CODE (PTC) (210) QUANTITY (220) FEE DUE FOR (PTC) IN SLOCK 200 FCC LISE CHLY (200) PAYMENT TYPE CODE (PTC) (210) QUANTITY (220) FEE DUE FOR (PTC) IN SLOCK 200 FCC LISE CHLY (210) FCC CODE 2 (210) QUANTITY (220) FEE DUE FOR (PTC) IN SLOCK 200 FCC LISE CHLY (210) FCC CODE 2 (210) QUANTITY (220) FEE DUE FOR (PTC) IN SLOCK 200 FCC LISE CHLY (210) FCC CODE 2 | KNNG392, et al | P | Α | Т | М | 1 | | 4365.00 | | | | |
| 238) FCC CODE 1 (248) FCC CODE 2 (246) FCC CODE 2 (246) FCC CODE 2 (247) FCC CODE 2 (248) FCC CODE 2 | ZIA) FCC CODE 1 | | | | | | (244) | FCC CODE 2 | | | | |
| 238) FCC CODE 1 (248) FCC CODE 2 (250) FCC CALL SIGNOTHER ID (200) PAYMENT TYPE CODE (PTC) (210) QUANTITY (220) FEE DUE FOR (PTC) IN BLOCK 200 FCC USE ONLY (240) FCC CODE 2 (240) FCC CODE 2 (250) FCC CODE 1 (260) FCC CODE 2 (270) PAYMENT TYPE CODE (PTC) (270) PAYMENT TYPE CODE (PTC) (270) FCC CODE 2 | 198) FCC CALL SIGN/OTHER ID | (208) PAYM | ENT TYPE | ODE (PTC) | | (218) 0 | UANTITY | (228) FEE DUE FOR (| TC) IN BLOC | K 208 | FCC USE COLLY ALCOHOLIS | at the same to the |
| ISC) FCC CALL SIGNOTHER ID (20C) PAYMENT TYPE CODE (PTC) (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN BLOCK 20C FCC USE CALL (24C) FCC CODE 2 (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 20D FCC USE CALL (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 20D FCC USE CALL (24D) FCC CODE 2 | | | | | | | | 5 | | | | |
| 22C) FCC CODE 1 (24C) FCC CODE 2 (24C) FCC CODE 2 (20D) PAYMENT TYPE CODE (PTC) (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 20D FCC USE CML/ 3 (30) FCC CODE 1 (24D) FCC CODE 2 | 238) FCC CODE 1 | | | | | | (248) | FCC CODE 2 | | | | |
| S (24C) FCC CODE 1 (24C) FCC CODE 2 (24D) FCC CODE 2 (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 20D FCC USE ONLY 3 (30) FCC CODE 1 (24D) FCC CODE 2 | ISC) FCC CALL SIGN/OTHER ID | (20C) PAYM | ENT TYPE (| ODE (PTC) | | (71C) O | UANTITY | (22C) FEE DUE FOR (F | TC) IN BLOC | K 20C | FCC USE ONLY | |
| 180) FCC CALL SIGN/OTHER ID (200) PAYMENT TYPE CODE (PTC) (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 200 FCC USE OM LY A 200 FCC CODE 1 (24D) FCC CODE 2 | | | | | | | • | \$ | • | | 经一段 | |
| 30) FCC CODE 1 (240) FCC CODE 2 | PIC) FCC CODE 1 | | | | | | (24C) | FCC CODE 2 | | | | |
| 30) FCC CODE 1 (24D) FCC CODE 2 | BO) FCC CALL SIGN/OTHER ID | (200) PAYM | ENT TYPE C | ODE (PTC) | | (21D) Q | MANTITY | (22D) FEE DUE FOR (F | TC) IN BLOC | K 200 | FCC USE ONLY CANADISC | |
| | | | | | | | | 5 | | | | 以外, |
| SECTION DETAXPAYER INFORMATION (REQUIRED) | (30) FCC CODE 1 | | | | | | (24D) | CC CODE 2 | | | | |
| Exercise Complement of the Control o | CHEST CENTIO | NSD: | et TA | Y.D | NVE | Ds | NE | a PMA | LIO | N*/DE | AHIPEAN | AND STATE |
| 25) PAYER TIN APPLICANT TIN | | | THERE IS | 171111 | , C × 0 . | | (26) C | | | | | |

SECTION E - CERTIFICATION

(27) CERTIFICATION

[27) CERTIFICATION

[27] CERTIFICATION

are true and correct to the best of my knowledge, information and belief. SIGNATURE

SECTION F - CREDIT CARD PAYMENT INFORMATION

| ľ | (28) MASTERCARDIVISA ACCOUNT NUMBER | | | | | | | | | | | | | | | | | EXPIRATION DATE: | | |
|---|--|----------|------------|--|--|--|-----|-------|--------|------|----|--|--|------|--|--|--|------------------|--|------------|
| | | MASTERCA | VRD | | | | | | | | | | | _ | | | | | | MONTH YEAR |
| Ì | VISA I tentily authorize the FCC to charge my VISA or MASTERCARD | | | | | | AUT | HORIZ | ED SIC | NATU | RE | | | DATE | | | | | | |

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1897 (REVISED)

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3080-0319 Est. Avg. Burden Hours Per Response: 3 Hrs. FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

FILING FEE

| (a) Fee Type Code | (b) Fee Multiple | (c) Fee Due for Fee Type Code in (a) | (d) Total Amount Due | FCC Use Only |
|-------------------|------------------|--------------------------------------|----------------------|--------------|
| РАТМ | 97 | \$45.00 | \$ 4365.00 | |

ASSIGNOR OR TRANSFEROR

| ASSIGNOR OR TRAINS | JI LIVOIX | | | | | | |
|---|--|------------------|--|--|--|--|--|
| T1. Name of Assignor or Transferor | T2. Voice Telephone Number (504) 830-5400 | | | | | | |
| THE STOCKHOLDERS OF RADIOFONE, INC. | (304) | | | | | | |
| T3. Assumed Name Used for Doing Business (if any) | T4. Fax Telephone Number (504) 831-7859 | | | | | | |
| T5. Mailing Street Address or P.O. Box | | | | | | | |
| 3131 NORTH I-10 SERVICE ROAD EAST | | | | | | | |
| T6. City | T7. State | T8. Zip Code | | | | | |
| METAIRIE | LA | 70002 | | | | | |
| T9. Name of Contact Representative (if other than Assignor or Transferor) | T10. Voice | Telephone Number | | | | | |
| RICHARD D. RUBINO | (202) 659-0830 | | | | | | |
| T11. Firm or Company Name | T12. Fax Telephone Number | | | | | | |
| BLOOSTON, MORDKOFSKY, JACKSON & DICKENS | (202) | 828-5568 | | | | | |
| T13. Mailing Street Address or P.O. Box | | | | | | | |
| 2120 L STREET, N.W., SUITE 300 | | | | | | | |
| T14. City | T15. State | T16. Zip Code | | | | | |
| WASHINGTON | DC | 20037 | | | | | |

TYPE OF TRANSACTION

| T17. This application requests (T) Assignment of authorization Consent to Transfer of Control of Licensee | |
|--|---|
| T18. How will assignment or transfer of control be accomplished? (S) Sale or other transfer or assignment of stock Other | · |
| T19. This assignment of authorization or transfer of control of licensee is (V) Voluntary Involuntary | - |
| T20. Will this be a pro forma assignment or transfer of control? (N) Yes No | |
| T21. Is local or state authorization required for this assignment or transfer of control? (Y) <u>Yes No</u> | |

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

| T22. Radio Date of How Name of Licensee | | | | | | | | | | | | |
|---|------------------|------------------|-----------------|---|--|--|--|--|--|--|--|--|
| T22. Call Sign | Radio Service | Date of Grant | How Obtained | Name of Licensee (as appearing in FCC Records) | | | | | | | | |
| SEE EXHIBIT 1. | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | • | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| · | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |

BASIC QUALIFICATIONS

| T56 | . Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? | (N) | <u>Y</u> es | <u>N</u> o |
|------|---|-----|-------------|------------|
| T57 | . Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court? | (N) | <u>Y</u> es | <u>N</u> o |
| T58 | Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? | (N) | <u>Y</u> es | <u>N</u> o |
| T59. | Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items? | (Y) | <u>Y</u> es | <u>N</u> o |

ASSIGNOR OR TRANSFEROR CERTIFICATION

| The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief. | | | | | |
|--|------------|-----------|--|--|--|
| T60. Typed Name of Person Signing | T61. Title | - | | | |
| T62. Signature | | T63. Date | | | |

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statement made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

| T64. The assignee or transferee is a (an) (C) Individual | Unincorporated Association Partnership Corporation |
|--|---|
| T65. Typed Name of Person Signing WAYNE WATTS | T66. Title VICE PRESIDENT & ASSISTANT GENERAL COUNSEL- CORPORATE |
| T67. Signature William Watth | T68. Date |
| WILLFUL FALSE STATEMENTS MADE ON THIS FO | RM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT |

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

| | BASIC QUALI | IFICAT | IONS | | | | |
|---|--|--|--|--|--|--|---|
| T56. | 56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authoriticense or construction permit revoked or had any application for an initial, modification or renewal of FCC authorization, license, construction permit denied by the Commission? | | | | | Yes | <u>N</u> o |
| T57. | Has the assignor or transferor, assignee or transferee, or any party to this a controlling the assignor or transferor, assignee or transferee, or any party to this by any state or federal court? | | | |) | Ϋ́ε | <u>N</u> o |
| T58. | Has any court finally adjudged the assignor or transferor, assignee or transferor person directly or indirectly controlling the assignor or transferor, assignee or guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio control of manufacture or sale of radio apparatus, exclusive traffic arrangeme competition? | r transfered communica | e, or any party to this app tion, directly or indirectly, | lication, through (|) | χœ | <u>N</u> o |
| T59. | Is the assignor or transferor, assignee or transferee, or any party to this appropriate the assignor or transferor, assignee or transferee, or any party pending matter referred to in the preceding two items? | | | |). | Хæ | Ŋ |
| | ASSIGNOR OR TRANSFI | EROR | CERTIFICATIO | N | | | |
| ben pos his | eof and are incorporated herein as if set out in full in this application; lefits that includes FCC benefits pursuant to Section 5301 of the Anti-Dro session or distribution of a controlled substance and that all statement or her knowledge and belief. Typed Name of Person Signing | ug Abuse . | Act of 1988, 21 U.S.C. S | ection 862, bed | ause o | f a convict | tion fo |
| _L | awrence D. Garvey | | Secretary | | | | |
| T62. | Signature | | | T63. Date | ! | | |
| | ASSIGNEE OR TRANSFE | EREE (| CERTIFICATION | N | | | • |
| regi cert limi tran allo tran FCC dist | ASSIGNEE or TRANSFEREE waives any claim to the use of any pa- ulatory power of the United States because of the previous use of the iffies that grant of this assignment or transfer of control would not cause t in 47 CFR Part 20. The assignee or transferee agrees to assume all of insferor under the subject authorization(s), unless the Federal Commu- ws, except for liability for any act done by, or any right accrued by, of insferor prior to this assignment or transfer of control. Neither the assign is benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 19 ribution of a controlled substance. The undersigned, individually and feein are true, complete and correct to the best of his or her knowledge a | ne same, vothe assignobligation unications or any suitance or trailes, 21 U.S or the assignment. | whether by license or of the or transferee to be in a and abide by all confidence or proceeding had on a sferee is subject to a confidence or transferee, here | otherwise. The n violation of the ditions impose it to a request r commenced a denial of Feder use of a convi- reby certifies the | e assigne speced upon made against all bene ction for a series and a series all bene ction for a series all bene ctions all bene ctions are a series all bene ctions all beneficial beneficial beneficial beneficial beneficial beneficial beneficial bene | nee or tran trum aggre in the assig herein oth , the assig fits that in or possess | nsferen egation gnor of nerwise gnor of sclude: sion of |
| T64. | The assignee or transferee is a (an) (C) Individual | Unincorpo | orated Association | <u>P</u> artnership | 9 | Corporation | 1 |
| T65. | Typed Name of Person Signing | | T66. Title | | | | |
| T67. | Signature | | | T68. Date | | | |
| Titl | LFUL FALSE STATEMENTS MADE ON THIS FORM ARE P e 18, Section 1001), AND/OR REVOCATION OF ANY STATION ction 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, S | LICENS | E OR CONSTRUCT | | | • | |

| T22. | T23. | T24. | T25. | T26. |
|--------------|---------|---------------|-----------|-----------------|
| Call Sign(s) | Radio | Date of Grant | How | Name of |
| | Service | | Obtained | Licensee |
| KNNG392 | GS | 1/18/96 | UA | Radiofone, Inc. |
| KNNU735 | GS | 5/7/96 | UA | Radiofone, Inc. |
| WPAA409 | GS | 5/4/98 | UA | Radiofone, Inc. |
| WPAA412 | GS | 8/4/99 | UA | Radiofone, Inc. |
| WPAA413 | GS | 5/18/95 | UA | Radiofone, Inc. |
| WPAA414 | GS | 6/20/95 | UA | Radiofone, Inc. |
| WPAA415 | GS | 2/8/95 | UA | Radiofone, Inc. |
| WPAJ467 | GS | 5/8/95 | UA | Radiofone, Inc. |
| WPAR469 | GS | 6/20/95 | UA | Radiofone, Inc. |
| WPAT291 | GS | 9/8/98 | UA | Radiofone, Inc. |
| WPAT296 | GS | 5/4/98 | UA | Radiofone, Inc. |
| WPAT297 | GS | 2/12/99 | UA | Radiofone, Inc. |
| WPAT298 | GS | 6/8/99 | UA | Radiofone, Inc. |
| WPAT315 | GS | 5/16/95 | UA | Radiofone, Inc. |
| WPAY246 | GS | 3/22/99 | UA | Radiofone, Inc. |
| WPAZ697 | GS | 2/7/95 | UA | Radiofone, Inc. |
| WPBB411 | GS | 12/7/98 | UA | Radiofone, Inc. |
| WPBG832 | GS | 1/31/96 | UA | Radiofone, Inc. |
| WPBJ797 | GS | 4/24/95 | UA | Radiofone, Inc. |
| WPCC258 | GS | 5/4/98 | UA | Radiofone, Inc. |
| WPCC261 | GS | 5/4/98 | UA | Radiofone, Inc. |
| WPCP260 | GS | 10/12/95 | UA | Radiofone, Inc. |
| WPCY901 | GS | 2/23/95 | UA | Radiofone, Inc. |
| WPCZ731 | GS | 5/16/95 | UA | Radiofone, Inc. |
| WPDF807 | GS | 7/20/95 | UA | Radiofone, Inc. |
| WPDI977 | GS | 5/9/95 | UA | Radiofone, Inc. |
| WPDK623 | GS | 10/19/94 | UA | Radiofone, Inc. |
| WPEN875 | GS | 2/9/95 | UA · | Radiofone, Inc. |
| WPFI690 | GS | 7/18/95 | UA | Radiofone, Inc. |
| WPFJ982 | GS | 5/8/95 | UA | Radiofone, Inc. |
| WPFJ985 | GS | 5/8/95 | UA | Radiofone, Inc. |
| WPFM371 | GS | 9/13/99 | UA | Radiofone, Inc. |
| WPFM375 | GS | 9/27/99 | UA | Radiofone, Inc. |
| WPFM380 | GS | 9/13/99 | UA | Radiofone, Inc. |
| WPFM383 | GS | 9/13/99 | UA | Radiofone, Inc. |
| WPFM391 | GS | 9/13/99 | UA | Radiofone, Inc. |
| WPGJ905 | GS | 11/6/95 | UA | Radiofone, Inc. |
| WPHF378 | GS | 9/20/99 | UA | Radiofone, Inc. |
| WPHK270 | GS | 6/6/95 | UA | Radiofone, Inc. |
| WPHN750 | GS | 6/19/95 | UA | Radiofone, Inc. |